#### **BRIGGS STEPHEN M**

Form 4

December 14, 2005

### FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** Number:

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0.5

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

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Form filed by More than One Reporting

Person

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BRIGGS STEPHEN M** Issuer Symbol WINMARK CORP [WINA] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Other (specify X\_ Officer (give title 4200 DAHLBERG DRIVE SUITE 12/13/2005 below) 100 President & COO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

#### GOLDEN VALLEY, MN 55422

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securi	ties Acquir	ed, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	· /		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Commo	n		Code V	Amount	(D)	Price	(mstr. 5 tild 1)		
Stock	12/14/2005		F	18,223	D	\$ 20.46	0	D	
Common Stock	n 12/14/2005		M	112,500	A	\$ 5.1875	143,038	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)  6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and A Underlying S (Instr. 3 and		
Employe				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employed Stock Option (right to buy)	\$ 5.1875	12/14/2005		M		112,500	12/14/2001(1)	12/14/2005	Common Stock
Employed Stock Option (right to buy)	\$ 10.52						12/19/2002(1)	12/19/2011	Common Stock
Employed Stock Option (right to buy)	\$ 10						12/18/2003(1)	12/18/2012	Common Stock
Employed Stock Option (right to buy)	\$ 18.25						12/16/2004(1)	12/16/2013	Common Stock
Employed Stock Option (right to buy)	\$ 26.05						12/09/2005(1)	12/09/2014	Common Stock
Employed Stock Option (right to buy)	\$ 20.46	12/13/2005		A	20,000		12/13/2006(1)	12/13/2015	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
	X		President & COO			

Reporting Owners 2

BRIGGS STEPHEN M 4200 DAHLBERG DRIVE SUITE 100 GOLDEN VALLEY, MN 55422

### **Signatures**

/s/ Stephen M. 12/14/2005 Briggs

\*\*Signature of Date

Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 25% per year for four years

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures 3